

Transcript of 74th Annual General Meeting held through Video Conferencing on Wednesday, 8th September 2021 at 2:30 P.M., Mode: Through Video Conferencing

Mr. Dillip Kumar Swain, Company Secretary:

Dear Members, Very Good Afternoon to all of you. It's 2:30 P.M., the time to commence the AGM proceedings. Shri Bharat Hari Singhania, Chairman is present with us and I request him to start the proceedings. Thank you.

Welcome Address – Shri Bharat Hari Singhania, Chairman

Ladies and Gentleman, a very good afternoon to you all. I extend a very warm welcome to all of you at the 74th AGM of your Company. We hope you and your family members are safe & healthy. We also wish the best of health for you and your family members in the future.

In due compliance of the relevant circulars issued by Ministry of Corporate Affairs and SEBI, we are holding this AGM through Video Conferencing (VC) in the midst of COVID-19 pandemic. I would like to place on record that all the efforts feasible under the current circumstances have been made by the Company to enable the Members to participate in the AGM, in large numbers and vote on the Items being considered in this meeting for approval of Members.

I do hope that we will be able to have physical meeting next year, as it is always a pleasure to have physical interaction with all of you.

Now, I would like to introduce the Directors participating in this AGM through Video Conferencing. Along with me in the Company's Board Room from New Delhi are Dr. Raghupati Singhania, Director and Chairman of the Stakeholders' Relationship Committee and Risk Management Committee and Shri Ashok Kumar Kinra, Non-Executive Director and Member of the Audit Committee and Stakeholders' Relationship Committee of the Company. Smt. Vinita Singhania, Non-Executive Director and the Independent Directors namely - Shri Sanjay Kumar Khaitan, Chairman of the Nomination & Remuneration Committee, Shri Shailendra Swarup, Smt. Deepa Gopalan Wadhwa and Shri Sanjeev Kumar Jhunjunwala are participating in this Meeting from their respective locations.

Shri Bakul Jain, Chairman of the Audit Committee and Member of the Stakeholders' Relationship Committee is unable to join the Meeting due to some exigency. He has authorized Shri Ashok Kumar Kinra, Member of the Audit committee to respond to the Shareholders' queries, if any.

Shri Upendra Kumar Gupta, Manager and Chief Financial Officer and Shri Dillip Kumar Swain, Company Secretary are also present with me in the Board Room.

I would now request Shri Dillip Swain to confirm that requisite quorum is present and brief the Shareholders regarding procedure of e-voting and participation in this meeting.

Mr. Dillip Kumar Swain (Company Secretary): Thank you Sir. I confirm that Requisite quorum is present through VC and the Meeting is in order.

As mentioned by the Chairman, this AGM of your Company is being held through Video Conferencing in due compliance of all the Circulars issued by the MCA and the SEBI, through the e-voting services provided by CDSL.

Since this AGM is being held through VC, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the members is not available for the AGM. Facility for joining this meeting through VC is made available for the Members for 15 minutes before and after the scheduled time of the commencement of the AGM. As requested in the AGM Notice, we hope that the Members have joined the meeting through Laptops / iPads with high speed wired/WIFI internet connectivity to have smooth experience of interaction during the meeting and also read through the detailed e-voting procedure given therein.

All the Members who have joined this Meeting are placed on mute by the Host to avoid any disturbance arising from the background noise and to ensure smooth conduct of the Meeting. During the meeting, when the Chairman invites Questions from Members who have registered themselves as Speakers, their names will be announced one by one and the mike will be unmuted by the Host.

We request the Speakers to switch on their video/audio after a gap of 2 seconds, and to keep their speech brief to help us manage the time. In case there is any connectivity issue at the speaker's end, we will request the next Speaker to express views or ask question, if any. Opportunity will be provided to the earlier speaker after all other registered speakers have spoken.

Please note that only those Member who have not casted their votes through Remote e-voting which was open from 5th September 2021 to 7th September 2021 up to 5.00 P.M. and who are participating in this meeting today, will have an opportunity to cast their votes during the AGM and till 15 minutes after conclusion of the meeting.

I now request Sh. Bharat Hari Singhania, Chairman to please continue the AGM Proceedings.

Chairman

Thank you Mr. Dillip.

Shri Bimal Kumar Sipani, Partner, M/s. Singhi & Co., Chartered Accountants, Company's Statutory Auditors and Shri Namu Narain Agarwal, Secretarial Auditor of the Company, who has been appointed as the Scrutiniser for supervising the e-voting process for this AGM are present at the Meeting through VC.

In conformity with Sections 170, 171 and 189 of the Companies Act, 2013, the Register of Directors and Key Managerial Personnel and their Shareholding and the Register of Contracts or Arrangements, in which Directors are interested, are available for inspection by the Members.

The Notice dated 22nd July, 2021 containing the 74th AGM and the Annual Report for Financial Year ended 31st March, 2021 has already been circulated to the Members. I, with the permission of the members, take them as read.

Under the Companies Act, 2013, there is no requirement of reading of the Report of M/s Singhi & Co., Chartered Accountants, Company's Statutory Auditors for the Financial Year ended 31st March 2021, as the same does not contain any qualifications, observations or comments or other remarks on the financial transactions or matters which have any adverse effect on the functioning of the Company.

Also, there are no qualifications, observations or comments or other remarks in the Secretarial Audit Report for the Financial Year ended 31st March, 2021 issued by the Secretarial Auditor. Therefore, there is no requirement to read this report.

Before taking up the items of the Agenda, I would like to share with you my thoughts on the working of the Company for the Financial Year ended 31st March, 2021 and the State of Affairs of the Economy.

Chairman's Address

Dear Shareholders:

I have pleasure in welcoming you to your Company's 74th Annual General Meeting. The Board of Directors and I would like to thank each of you for being present in this virtual meeting and for your continued support during these exceptionally challenging times.

Last financial year, as we all know, was challenging. India and the world at large faced an unprecedented health crisis. This crisis claimed innumerable lives and brought economic activities for a part of the year to near standstill. My condolences go out to all the families of the affected, particularly those connected to extended JK Family, including our employees, who lost their loved ones to the Covid-19 virus.

I must also express my gratitude to frontline workers across the healthcare and law enforcement disciplines, who risked their lives to ensure that the public at large remained healthy and protected.

In March 2020, the country encountered the first wave of the novel Corona virus, which resulted in a global industrial shutdown that staggered the growth of the global economy. The JK Group and your Company prioritized citizen and employee's well-being.

FY 21 can be described as the year of two halves where we witnessed a slowdown in economic activity in the first half followed by an impressive rebound in the second half.

The Indian capital market responded in a similar manner; markets declined in the first half but recovered in the second half and fortunately, the capital market continues to remain bullish in the current financial year, which augurs well for your company.

Following the phased relaxation of lockdowns, the Indian economy recorded healthy growth across most sectors and particularly in which JK Group is present. This was reflected in a growing consumption of key commodities like cement and steel as well as energy demand. India's GDP contracted by only 7.3% in FY 21 following a contraction of 24.4% in the first quarter of the year under review.

The Government announced several schemes for accelerating infrastructure investments. With growing demand and interest rates at reasonable levels, we expect the Indian economy to perform better in FY 22 with a projected GDP growth of around 10% as per current estimates.

Despite these challenges, the Company on a standalone basis recorded a profit after tax of Rs. 23.2 crores while on a consolidated basis, PAT was Rs. 685 crores for 2020-21.

Being a core investment company, the company held significant investments in Group companies. All investee companies performed well in FY 21 and this performance is expected to sustain.

I would like to take this opportunity to urge you to step forward and collaborate to combat this pandemic by propagating vaccination benefits and following the social distancing cum masking.

Before I conclude, I would, on behalf of our Board and myself thank you, our valued shareholders, for your support. I must express my gratitude to the entire BACL team for its valuable contribution to our growth. I must also express my appreciation towards our investors and associates for retaining their faith in us.

I wish you and your family's good health and prosperity. STAY SAFE !

Resolutions, Questions and Answers session, E-voting and Vote of Thanks

Chairman

Now, I will read out the items of the business to be conducted at the AGM, as mentioned in the Notice, one by one. All the resolutions have already been put to vote through Remote e-Voting. Therefore, no resolution is required to be proposed or seconded by the Members at the AGM.

Item No. 1: Adoption of the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31st March 2021 and the Reports of the Board of Directors and Auditors thereon.

Item No. 2: Declaration of Dividend of Rs 7.50 per Equity Share (75%) for the Financial Year ended 31st March, 2021.

Item No. 3: Re-appointment of Shri Ashok Kumar Kinra, as a Director, liable to retire by rotation.

Item No. 4: Re-appointment of Shri Sanjay Kumar Khaitan as an Independent Director of the Company for the second term of five consecutive years with effect from 25th January, 2021.

I now request Shri Ashok Kumar Kinra to read item no. 5.

Shri Ashok Kumar Kinra

Item No. 5: Continuation of Dr. Raghupati Singhania who would be attaining the age of 75 years on 8th December, 2021 as 'Non-Executive, Non- Independent Director', liable to retire by rotation.

I now request to the Chairman to continue with the remaining items of the business.

Chairman:

Thank you Mr. Kinra.

As you are aware remote e-voting on all the AGM items and Resolutions was open from 5th September, 2021 to 7th September, 2021 upto 5:00 p.m. Therefore, many of the members may have already casted their votes during the above period. However, those who have not casted their vote through remote e-voting have the opportunity to vote now at the facility provided through CDSL portal through which you have logged in.

The Scrutinizer will submit a consolidated Scrutinizer's Report on remote e-Voting and e-Voting at the AGM, of the total votes cast in favour or against, if any, not later than two working days of conclusion of this meeting.

I authorise Shri Ashok Kumar Kinra, Director or in his absence, Shri Dillip Swain, Company Secretary, to declare the final results of e-voting by 13th September 2021. The results declared along with the Report of the Scrutinizer shall be placed on the website of the Company and also on the website of CDSL. The results will simultaneously be forwarded to BSE Ltd. for placing on its website and shall also be displayed on the Company's Notice Board at the Registered Office and its Secretarial Office in New Delhi.

Members may note that voting on the CDSL platform will continue till 15 minutes from conclusion of the AGM.

I now request, Mr. Dillip Swain, Company Secretary, to announce the names of the speakers who have requested to express their views / ask any questions arising out of Annual Accounts/ Reports of the Directors and Auditors thereon. We will respond to the questions at the end, after all the speakers have spoken.

The Company Secretary, announced the names of the Shareholders who have registered themselves as Speakers and requested the host to unmute the Speakers one by one namely, (1) Mr. Santosh Kumar Saraf (2) Mr. Sarbananda Gattani (did not speak at the Meeting) (3) Mr. Goutam Nandy (4) Ms. Reena Jain (did not speak at the Meeting) (5) Mr. Sanjiv Dhiresbhai Shah (6) Mr. Lokesh Gupta (did not join the Meeting) (7) Mr. Dhaval Pranjal Kumar Sheth (8) Mr. Manoj Kumar Gupta (9) Mr. Manjit Singh (10) Mr. Pramod Kumar Jain (did not speak at the Meeting) (11) Mr. Vishal Rameshbhai Patel (12) Mr. Shrey Sanjiv Shah.

Speakers in general expressed satisfaction on the arrangements made by the Company for the AGM and congratulated management for the excellent performance, good amount of dividend, excellent performance of the Subsidiary and Associate Companies of the Company. Some of the Speakers enquired about Dividend Distribution Policy of the Company, Listing on the National Stock Exchange Association of India Limited, Transfer of Milk processing, Curd and Chach business of LVP Foods Pvt. Ltd. to another Company and Investment in Preference Shares of Hari Shankar Singhania Holdings Pvt. Ltd. and Terrestrial Foods Pvt. Ltd.

Shri Manoj Kumar Gupta also requested for an opportunity to provide Vote of Thanks to the Chairman.

Chairman

The Chairman requested Shri A.K. Kinra, Director and Shri U.K. Gupta, Manager & Chief Financial Officer of the Company to answer to the questions/queries of the Shareholders.

Shri A.K. Kinra, Director and Shri U.K. Gupta, Manager & Chief Financial Officer of the Company, replied to the questions/queries of the Shareholders and thanked all the Shareholders who have taken keen interest in the Operation of the Company its Associates and Subsidiaries.

Chairman

I believe that all the questions and queries of the Members have been replied to their satisfaction. I thank you all for your participation in this AGM and hope we will meet personally soon. I once again wish you and your family good health and happiness. May I, With your permission, declare the meeting as closed.

However, please note that e-voting will remain open for another 15 minutes for voting by the members who have so far not casted their votes.

Vote of Thanks

Shri Manoj Kumar Gupta presented Vote of thanks to the Chairman and appreciated the whole team for making good arrangements for this AGM.

The meeting concluded at 3.23 P.M.